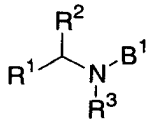
CLAIMS

What is claimed:

1. A compound of Formula I, or pharmaceutically acceptable salts or solvates thereof



I

wherein:

R^1 is

-phenyl substituted with 1-3 R^4,

-naphthyl, furanyl, thienyl, pyridyl, or imidazolyl unsubtituted or substituted with 1-3 R^4,

-C_1-C_6 alkyl-aryl unsubtituted or substituted with 1-3 R^4, or

-C_1-C_5 alkyl-O-aryl unsubtituted or substituted with 1-3 R^4;

R^2 is

-H,

-C_1-C_6 alkyl,

-aryl unsubstituted or substituted with 1-3 R^4, or

-C_1-C_6 alkyl aryl unsubstituted or substituted with 1-3 R^4;

R^3 is

-H,

-C_1-C_6 alkyl,

-C_1-C_6 alkyl-aryl unsubstituted or substituted with 1-3 R, or

-OR^9;

R^4 is independently selected from

-halo,

-CN,

-C_1-C_6 alkyl,

-C_3-C_6 cycloalkyl,

-C_1-C_6 haloalkyl,

-OR^5,

-CO_2R^6,

-$N(R^7)(R^8)$,

-$CON(R^7)(R^8)$,

-SR^5,

-SOC_1-C_6alkyl, and

-SO_2C_1-C_6alkyl;

R^5 and R^6 are independently selected from -H and -C_1-C_6 alkyl;

R^7 and R^8 are independently selected from -H and -C_1-C_6 alkyl, or NR^7R^8 is a heterocycle selected from pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine, thiomorpholine, piperazine, and 4-methylpiperazine;

R^9 is

-H,

-C_1-C_{10} alkyl,

-C_1-C_6 alkyl-aryl,

-C_2-C_{10} alkyl-OR^5,

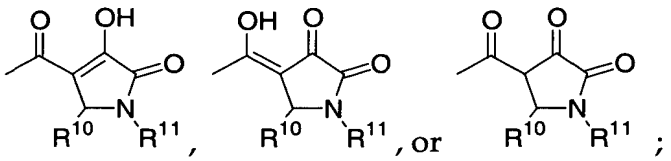
-C_1-C_{10} alkyl-CO_2R^6,

-C_1-C_{10} alkyl-$N(R^7)(R^8)$,

-C_1-C_{10} alkyl-$CON(R^7)(R^8)$, or

-C_1-C_6 alkyl-heterocycle where the heterocycle is selected from pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine, thiomorpholine, piperazine, 4-methylpiperazine, and thiazinanedioxide;

B^1 is selected from the group consisting of



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R^{10} is

-H,

-C_1-C_6 alkyl,

-cycloalkyl,

-C_1-C_6 alkyl-aryl,

-phenyl unsubstituted or substituted with 1-3 R^{12},

- benzofuran, dihydrobenzofuran, benzodioxane, or

-heteroaryl selected from furan, thiophene, pyrrole, imidazole, oxazole, thiazole, and pyridine;

R^{11} is

-C_1-C_6 alkyl,

-cycloalkyl,

-aryl unsubstituted or substituted with 1-2 R^4,

-C_1-C_6 alkyl-aryl unsubstituted or substituted with 1-2 R^4,

-C_1-C_6 alkyl-heteroaryl where the heteroaryl is selected from furan, thiophene, pyrrole, imidazole, oxazole, thiazole, and pyridine,

-C_1-C_6 alkyl-NR^7R^8,

-C_1-C_6 alkyl-OR^5,

-C_1-C_6 alkyl-$P(O)(OR^6)_2$,

-C_1-C_6 alkyl-CO_2R^6, or

-C_1-C_6 alkyl-$C(O)N(R^7)(R^8)$;

R^{12} is

halogen,

-C_1-C_6 alkyl,

-C_1-C_2 haloalkyl,

-C_1-C_3 thioalkyl,
-OR^{13},
tetrahydrofuran,
dihydropyran,
-NR^7R^8,
-CO_2R^6,
-$CONR^7R^8$, or
-$CONHCH_2Ph$ where Ph is unsubstituted or substituted with 1-2 R^4;

R^{13} is
-H,
-C_1-C_6 alkyl,
-C_1-C_6 fluoroalkyl,
allyl,
propargyl,
phenyl,
benzyl,
-COC_1-C_6alkyl,
-$CH_2CO_2R^6$, or
-$CH_2CONR^7R^8$.

2. A compound of claim 1 where R^1 is phenyl substituted with 1-3 R^4 or C_1-C_6 alkylaryl unsubstituted or substituted with 1-3 R^4, R^2 is H, and R^4 is halo, CN, C_1-C_6 alkyl, C_1-C_6 haloalkyl, OR^5, CO_2R^6, or NR^7R^8.

3. A compound of claim 2 where R^{10} is H or phenyl unsubstituted or substituted with 1-3 R^4.

4. A compound of claim 3 where R^{12} is OR^{13}.

5. A compound of claim 3 where R^{11} is C_1-C_6 alkyl or C_1-C_6-alkyl-heterocycle where the heterocycle is selected from pyrrolidine, piperidine, 4-hydroxypiperidine, morpholine, thiomorpholine, piperazine, 4-methylpiperazine, and thiazinanedioxide.

6. A compound of claim 1 selected from the group consisting of

4-hydroxy-5-oxo-1-(2-[4-methylpiperazin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;

4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;

4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dimethylbenzyl)-methyoxy-amide;

4-hydroxy-5-oxo-1-(2-[morpholin-1-yl]ethyl)-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid 3-(4-fluorophenyl)prop-1-yl-methyoxy-amide;

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methyl-amide;

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dichlorobenzyl)-methoxy-amide;

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3,4-dimethylbenzyl)-methoxy-amide;

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (4-fluoro-3-methylbenzyl)-methoxy-amide; and

4-hydroxy-5-oxo-1-methyl-2,5-dihydro-1*H*-pyrrole-3-carboxylic acid (3-fluoro-4-methylbenzyl)-methoxy-amide.

7. A pharmaceutical composition comprising a compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.

8. The pharmaceutical composition of Claim 7, further comprising a therapeutically effective amount of one or more other HIV treatment agent selected from

(a) an HIV protease inhibitor;

(b) a nucleoside reverse transcriptase inhibitor;

(c) a non-nucleoside reverse transcriptase inhibitor;

(d) an HIV-entry inhibitor;

(e) an immunomodulator;

(f) or a combination thereof.

9. A method of inhibiting HIV integrase which comprises administering a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof, to a mammal in need of such treatment.

10. A method of treating an HIV infection in a patient in need thereof, comprising the administration of a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof to the patient.

11. A method of therapeutically treating AIDS or ARC in a patient in need thereof, comprising the administration of a therapeutically effective amount

of a compound of Claim 1, or a pharmaceutically acceptable salt or solvate thereof, to the patient.